To: WELL Board
From: C. Figallo

4/22/91

Date: **Ammended** : Friday, April 19 1991 ALL RELATED DOCUMENTS.

Subject: **Proposed Agenda for Board Meeting of April 20, 1991**

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1. Time and Place of the Meeting

A meeting of The WELL Board of Directors is scheduled for 20 April, 1991 at 9AM (PDT) at The WELL's offices.

2. Objectives for This Meeting

The overall purpose for this particular meeting is summarized in the following list of objectives (in priority order):

- O1 Review and approve first quarter performance.
- O2 Review and approve marketing and sales plan including projected expenditures.
- O3 Review ammended budget for 1991
- O4 Review and discuss **Internet** connection for WELL
- O5 Approve Cliff's bonus for first quarter
- O6 Discuss employee benefits policy
- O7 Review buyout situation and Texlink proposal.

3. Agenda

The proposed agenda is below:

Time	Who	Item
9:00	mew	Call meeting to order
9:05	"	Review and accept agenda
9:10	"	Review and accept minutes from previous meeting
		Financial Review
9:15	cf	Presentation of first quarter financials and discussion of variance and changes from approved budget. Comparison with1990 figures.
9:45	cf	Presentation of.ammended budget of 1991 for discussion and approval.
10:00	cf	Discussion of employee benefits policy.
10:30	mew	Review of NETI Status and update on buyout discussions.

Internet Progress and Partnership Proposal from Texas

10:45	cf	Description situation regarding possible Internet connection.
11:15	"	Presentation of proposal from Austin Texas for WELL cooperation/partnership/equity in new regional teleconferencing venture.

Marketing and Sales Plans

11:45	jc	Presentation and discussion of marketing presentation and marketing plans and budget.

Future Directions

12:45	cf	Discussion of TexLink offer of part ownership to WELL.
1:00	mew	Adjournment

4. Specific Resolutions to Be Considered

The following resolutions will be considered during this meeting.

A. The Board of Directors approves the ammended budget for 1991.

B. The Board of Directors authorizes payment of a quarterly bonus to Cliff Figallo in the amount of 5% of net earnings before taxes and extraordinary items for the first quarter.

C. The Board of Directors authorizes proposed expenditures over the period from 1 April to 30 June, 1991 to implement the Marketing and Sales plan as presented and amended during this meeting.

D. The Board of Directors approves of an expanded employee benefits policy.

E. The Board of Directors authorizes the proposed expenses necessary to connect the WELL to the Internet.

F. The Board of Directors authorizes Clifford to pursue possible partnership or equity arrangement with Texlink.